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DIVISION OF CORPORATIONS

(904) 922-4001

FROM: CLIFFORD M. KING

072100000320

CONTACT: CLIFFORD M KING

PHONE: (941)365-0365

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NAME: KEY WEST EMPORIUM, INC.

AUDIT NUMBER..... H96000013832

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 2

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 23, 1996

D. GLYNNE OWEN, ESQ. OWEN, LAIL & MCCLURE 5100 POPLAR AVE., STE. 2214 CLARK TOWER MEMPHIS, TN 38137

The name KEY WEST EMPORIUM, INC. has been reserved for 120 days beginning July 23, 1996. The reservation number is R96000003532 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the riame. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal cavice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may vish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filling, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

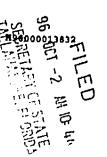
Trevor Brumbley

Letter number: 096A00035445

ARTICLES OF INCORPORATION

OF

KRY WEST EMPORIUM, INC.



The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Key West Emporium, Inc.

2. Principal Office. The principal office of the Corporation is:

3955 Roberts Point Road Sarasota, Florida 34242

3. Mailing Address. The mailing address of the Corporation is:

3955 Roberts Point Road Sarasota, Florida 34242

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

Prepared by: Clifford M. King 1800 Second Street, Suite 855 Sarasota, PL 34236 Telephone: (941) 365-0365 Fax: (941) 954-4762 Plorida Bar No. 0745390

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- 5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend, or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.
- 6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered of the Corporation is:

Clifford M. King Suite 855 1800 Second Street Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

7. <u>Incorporator</u>. The name and address of the incorporator of the Corporation is:

Clifford M. King Suite 855 1800 Second Street Sarasota, Florida 34236

Dated this 2nd day of October, 1996.

Clifford M. King

Incorporator and Registered Agent

Prepared by: Clifford M. King 1800 Second Street, Suite 855 Sarasota, FL 34236 Telephone: (941) 365-0365 Pax: (941) 954-4762 Florida Bar No. 0745390